



CVFIBER GOVERING BOARD MEETING MINUTES

Virtually on MS Teams

June 14, 2022

Present:

Governing Committee Delegates:

Allen Gilbert (Worcester), David Healy (Calais), David Lawrence (Middlesex), Jerry Diamantides (Berlin), John Morris (Marshfield), Jonathan Williams (Barre City), Katharina Mack (Washington), Linda Gravell (Waterbury), R.D. Eno (Cabot), Raymond Pelletier (Northfield), Sam Rosenberg (Moretown), Siobhan Perricone (Orange), Tom Fisher (East Montpelier), Mike Milo (Barre Town). Henry Amistadi (Duxbury)

Alternate delegates:

David Wendt (Duxbury - Alternate), Marshall Cottrell (East Montpelier - Alternate), Christopher Shenk (Waterbury - Alternate).

Others Present:

Jennille Smith (Executive Director), Phil Cecchini (Treasurer), John Walters (Participant), ORCA, Christian Meyer (CVRPC)

<u>Town Representation (15/21 towns represented)</u>				
Barre City	Barre Town	Berlin	Cabot	Calais
Present	Present	Present	Present	Present
Duxbury	East Montpelier	Elmore	Marshfield	Middlesex
Present	Present	Absent	Present	Present
Montpelier	Moretown	Northfield	Orange	Plainfield
Absent	Present	Present	Present	Absent
Roxbury	Waterbury	Washington	Williamstown	Woodbury
Absent	Present	Present	Absent	Absent
Worcester				
Present				

Called to order: Board chair, Jerry Diamantides called the meeting to order at 6:03 PM

Additions or changes to the agenda

- No changes

Public comment

- None

Meeting Minutes Approval

- Action on draft Governing Board meeting minutes postponed to next meeting.

Treasurer's Report

- Phil Cecchini shared account balances, accounts payable and provided the Governing Board with a summary of CVFiber's current grants.
 - R.D. Eno asked how the financial data was being stored and if the Governing Board members could receive a Profit/Loss summary and summary of account balances before future meetings. Phil Cecchini noted that these reports would be current through the end of the preceding month. Phil Cecchini shared the summary tables he maintains and stated that he would attach them to the meeting minutes.
- Phil Cecchini continued by explaining that the Compilation Report is in Draft format and should be completed shortly.
- Finally, Phil Cecchini noted that this will be his final meeting as treasurer. Members thanked him for his work in the role.

Executive Director's Report

- Jennille Smith checked in from Fiber Connect 2022 in Nashville, a national conference on broadband. There has been a lot of conversation at the conference about broadband providers who are in similar positions to CVFiber. Further noting that this is clearly a very hot topic nationwide.
- Jennille Smith then reviewed several miscellaneous items that did not have their own agenda item, including: The fence is being installed to secure the purchased fiber and CVFiber has begun 1,200 ride-outs with WEC and MBI that will cover what needs to be done on the poles to get everything ready. The construction RFP went out last month with four intents-to-bid received. The public engagement RFP is currently being advertised. Several proposals have been received. The purpose of this initiative is to help get the message out.

Webinar Update

- Jerry Diamantides discussed. PowerPoint that is being developed to accompany the webinar planned for June 22, at 7pm. There is a lot of news to present!
- David Lawrence asked how the pole inventory was conducted. Locally, there is some concern that some areas may have been overlooked. David Healy replied that technically every pole in Middlesex should have been inventoried. However, it is always possible that some poles may have been missed but this should be very few. The Middlesex inventory was completed 1 year ago.
- Siobhan Perricone noted that the day prior, the Orange Select Board committed \$30K to CVFiber.
- Linda Gravell stated that the Communications Committee is asking all delegates to post the flyers physically where people will see them.

Treasurer Search

- Jerry Diamantides discussed how the treasurer's role is very important. A stipend has been set to support that work. The funding CVFiber receives has a lot of strings and requires a skilled treasurer. Jennille Smith added that the board is authorized to appoint a treasurer. The selection working group advertised to attract candidates. One qualified candidate with relevant experience applied. Jennille Smith interviewed the individual, the working group checked references, and finally there was a panel interview. The working group believes the candidate is a good fit for this role. There is no bonding requirement. The stipend is set at \$1000.
 - R.D. Eno asked if CVFiber needed a full time professional? Jerry Diamantides noted that this is a volunteer who will serve in addition to the professional accountants. It is a required position per CVFiber bylaws.
 - Raymond Pelletier explained that \$1000 was included in the RFP. This is expected to be a 20-hour or more commitment per month, plus meetings. Both the treasurer and the accountant report to the Financial Committee. The processes that have been put in place are expected to stand up to the needs of the annual financial audit. Further noting in closing that CVFiber has the right infrastructure, but that the stipend may still need to be adjusted.

- MOTION (Jerry Diamantides, SECOND Linda Gravell)

Whereas pursuant to 30 VSA § 3069 the Board has the authority to appoint a treasurer;

Whereas the current treasurer is stepping down and CVFiber is in need of a treasurer to assist in the handling of its accounts receivable and payable as we proceed into the important phase of our construction plan and build and allocation of grant funds;

Whereas CVFiber has placed an advertisement seeking a treasurer on Front Porch Forum and on the CVFiber website and received an interested and qualified candidate, Laurie Beth Putnam who possesses extensive treasurer experience with non-profit and for-profit organizations as well as with the handling of grant funds;

Whereas CVFiber's current treasurer Phil Cecchini and Jennille Smith conducted pre-interviews and conducted reference checks and interviews with professional references for Laurie Beth Putnam;

Whereas CVFiber interviewed Laurie Beth Putnam on a panel interview that included Jennille Smith, Ray Pellitier, Christopher Shenk and Linda Gravell and found her to be well qualified for appointment;

It is moved that the Governing Board authorize CVFiber to appoint Laurie Beth Putnam to serve as CVFiber's treasurer to begin in June 2022 at her pleasure with a monthly stipend of \$1,000.00 as so authorized, and further that pursuant to 3067 no bond is required as part of this appointment.

VOTE: The motion passed unanimously with no discussion.

WCVT Contract

- Jerry Diamantides discussed how the Waitsfield Telecom contract is advancing. All parties are in full agreement and ready to sign. The Executive Committee will review the contract on Thursday. This is a big deal.

- Henry Amistadi asked if this contract reflected business plan that was distributed. Jerry Diamantides responded that, in short, yes. This contract reflects the current state of the Plan.

Committee Chair Appointments

- The Executive Committee has accepted the recommendations from the committees for their chairs and the Executive Committee recommends the Governing Board endorse the selections.
- MOTION (Jerry Diamantides, SECOND Siobhan Perricone) *to move the Governing Board make the following chair appointments: Chuck Burt shall serve as chair of Communications Committee; Raymond Pelletier shall serve as the chair of Finance and Audit; David Healy shall serve as the chair of the Planning and Development Committee; Allen Gilbert shall serve as the chair of the Policy Committee.*
VOTE: The motion passed unanimously with no discussion.

Materials Purchase

- Jennille Smith told the Governing Board how CVFiber is facing long lead times on materials. Therefore, they are strategically planning to issue RFPs for those items that have the longest lead times, the starting with cabinets and electronics. The goal is to potentially get the first customers lit in 2022. Jerry Diamantides added that CVFiber has a bill of materials it will need for the entire build out. CVFiber does not want to purchase all materials as a single slug. Therefore, they will make these narrow purchases for early construction.

Materials, Warehouse, and Supply Chain Contract

- CVFiber has been active over the weeks with MBI to manage the RFP process for the materials, warehousing and supply chain services.
- MOTION (Raymond Pelletier, SECOND David Healy)
Whereas CVFiber through its contract with Mission Broadband Inc (MBI) issued a Request for Proposals for Materials, Warehouse and Supply Chain Services on 3 May 2022,
Whereas CVFiber received four proposals, two of which included proposals for all three components of the RFP; while there was one proposal for materials only, and the fourth was for warehouse and supply chain services, which proposal and discussions reflected that the two of them were participating jointly, essentially as one team, in response to the RFP,
Whereas MBI and the CVFiber RFP Review Team, consisting of the Board Chair, the Planning and Development Committee Chair and Vice Chair, the Finance Committee Chair, and the Executive Director, reviewed each proposal, submitted questions to the respondents, checked references, and conducted interviews with each team,
Whereas acquiring warehouse and supply chain services will require contract negotiations,
Whereas CVFiber reflected in the RFP a willingness to participate with other CUDs in the provision of warehouse services, and at least one CUD has expressed an interest therein,

Whereas the acquisition of materials will require the submission of purchase orders to one or more vendors offering the best value to CVFiber in terms of pricing and delivery lead times,

Whereas the Executive Committee recommends the following actions

Moved that the Governing Board take the following actions:

- 1. The Board approve the award of a warehouse and supply chain services contract to KGPCo, subject to successful negotiations with the contractor, and, if applicable, an agreement with one or more CUDs, each as determined by the Executive Committee, and*
- 2. The Board approve the expenditure of up to \$10 million subject to available funding and CVFiber's Procurement Policy for the establishment, operation, and security of a warehouse and storage yard, and the acquisition of such materials from such vendors as the Executive Committee shall determine to be in the best interest of CVFiber.*

VOTE: The motion passed unanimously with no discussion

Universal Service Plan

- This Universal Service Plan (USP) is required for a Construction Grant application. CVFiber is moving toward applying for a Construction Grant. David Healy continued that the requirements for the grant are that every CUD that intends to seek Construction Grant funding be able to show how they will use the money to reach all the eligible locations in their area. The USP provides this information.
- MOTION (Jerry Diamantides, SECOND Linda Gravel) *Whereas CVFiber intends to submit a Construction Grant Application to the Vermont Community Broadband Board on or about June 16, 2022, and*
Whereas a requirement of the Construction Grant Application is the inclusion of a CUD adopted Universal Service Plan, and
Whereas the Governing Board adopted a Mission and Vision on May 8, 2018, and
Whereas that Mission and Vision stated:
 - *Mission: We will provide Central Vermont residents, businesses, and civic institutions with universal access to a reliable, secure, locally owned and governed communications network able to grow to meet future community needs.*
 - *Vision: We envision a high-speed digital highway where traffic flows freely, growing the regional economy and broadening digital opportunities for people of all ages, means, and interests, thereby enriching the public and private lives of our residents.*

Whereas the Planning and Development Committee and the Executive Committee recommend adoption of a Universal Service Plan

It is moved that the Governing Board adopt a Universal Service Plan subject to such refinement as the Executive Committee may deem appropriate prior to its submission to the Vermont Community Broadband Board.

VOTE: The motion passed unanimously with no discussion.

Business Plan

- CVFiber has contracted with NRTC to develop the business plan and a financial model to support the business plan. This is again a necessary step before completing the Construction Grant application. This is meant to be a snapshot of what CVFiber sees now and what is anticipated to come. It is a living document and will be revised as some point.
- MOTION (Raymond Pelletier, SECOND Siobhan Perricone)
Whereas CVFiber intends to submit a Construction Grant Application to the Vermont Community Broadband Board on or about June 16, 2022, and
Whereas a requirement of the Construction Grant Application is the inclusion of a CUD adopted Business Plan, and
Whereas NRTC has been engaged in the development of a Business Plan informed by the input from the Governing Board Chair, Planning and Development Chair, Finance Chair and the Executive Director, and
Whereas this is a living document that will undergo change to adjust for changing conditions, this Version 4 is a snapshot in May 2022 of the architecture, project scope, estimated capital and operating expenses, preliminary construction sequence and schedule, estimated revenues, and potential risks, and
Whereas funding, materials and labor availability have already informed this version of the Business Plan, these factors will continue to cause adjustment in these plans, and
Whereas, notwithstanding the impact of these variables, CVFiber will continue to be motivated by the need to serve the underserved, to sustain the business, to meet engineering requirements, and to ensure the maintainability and reliability of the CVFiber Community Network,
Whereas the Executive Committee recommends the adoption of the Business Plan, version 4, subject to its refinement
It is moved that the Governing Board adopt the Business Plan, version 4, subject to such refinement as the Executive Committee may deem appropriate prior to its submission to the Vermont Community Broadband Board.

Discussion:

- John Morris asked if everything in the Business Plan will become public. Jerry Diamantides responded that it wouldn't. John Morris then pointed out that the table on page ten has a table where the months don't seem to be lined up. Tom Fisher thought the table may just need some more explanation, and Raymond Pelletier followed that this could be reasonable if you think about when installations happen in-step with build. Discussion ensued. R.D. Eno asked David Healy if modifications to the table can take place after the action. David Healy stated that the motion is worded to permit minor updates.
- Phil Cecchini noted that he thought a profit and loss summary should be included if this is to reflect a traditional business plan.

VOTE: The motion passed unanimously

Construction Grant Application

- Jerry Diamantides emphasized that this application is the culmination of all the work CVFiber has been building to over the last three years.

- David Healy reviewed the process by which VT Community Broadband reviews proposals in two parts and how CVFiber has positioned itself to be well prepared. The grant application will be for \$12,289,000.
- R.D. Eno asked when towns will receive an MOU for the assignment of ARPA funds. Raymond Pelletier replied it should come this month.

The Chair adjourned the meeting at 7:17

Respectfully Submitted,
Jeremy Matt, Clerk